



Order Filed on February 15, 2022
by Clerk
U.S. Bankruptcy Court
District of New Jersey

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW JERSEY**

WOLLMUTH MAHER & DEUTSCH LLP

Paul R. DeFilippo, Esq.
500 Fifth Avenue
New York, New York 10110
Telephone: (212) 382-3300
Facsimile: (212) 382-0050
pdefilippo@wmd-law.com

JONES DAY

Gregory M. Gordon, Esq.
Brad B. Erens, Esq.
Dan B. Prieto, Esq.
Amanda Rush, Esq.
2727 N. Harwood Street
Dallas, Texas 75201
Telephone: (214) 220-3939
Facsimile: (214) 969-5100
gmgordon@jonesday.com
bberens@jonesday.com
dbprieto@jonesday.com
asrush@jonesday.com
(Admitted *pro hac vice*)

ATTORNEYS FOR DEBTOR

In re:

LTL MANAGEMENT LLC,¹

Debtor.

Chapter 11

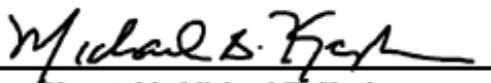
Case No.: 21-30589 (MBK)

Judge: Michael B. Kaplan

ORDER AUTHORIZING RETENTION OF BATES WHITE, LLC

The relief set forth on the following pages, numbered two (2) through five (5), is hereby **ORDERED**.

DATED: February 15, 2022


Honorable Michael B. Kaplan
United States Bankruptcy Judge

¹ The last four digits of the Debtor's taxpayer identification number are 6622. The Debtor's address is 501 George Street, New Brunswick, New Jersey 08933.

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Debtor: LTL Management LLC

Case No. 21-30589-MBK

Caption: Order Authorizing Retention of Bates White, LLC

Upon the applicant's, LTL Management LLC's (the "Debtor" or "LTL Management"),² request for authorization to retain Bates White, LLC ("Bates White") as talc consultant and expert for the Debtor, *nunc pro tunc* to October 14, 2021 [Dkts. 410, 547] (the "Application"), the Court having considered the Supplemental Certification of Charles H. Mullin, PH.D. in support of the Application [Dkt. 803] (the "Certification"), the replies in support of the Application [Dkts. 810, 1196] and the objection [Dkt. 750] (the "Objection") to the Application and having previously entered the *Order Authorizing Interim Retention of Bates White, LLC* [Dkt. 858], and the Objection having been resolved, it is hereby **ORDERED**:

1. The Application is granted as set forth herein.
2. Except as otherwise provided in this Order, the Debtor is authorized to retain Bates White as set forth in the Application and the documents attached thereto, including, but not limited to, the engagement letter attached to the Application as Exhibit A (the "Engagement Letter"), effective as of October 14, 2021.
3. Any additional services proposed to be provided by Bates White not described in the Application and the Engagement Letter shall require further Court approval.
4. Bates White shall file monthly, interim and final fee requests for allowance of compensation and reimbursement of expenses pursuant to the procedures set forth in Sections 330 and 331 of the Bankruptcy Code, applicable Bankruptcy Rules, the Local Bankruptcy Rules, the U.S. Trustee Guidelines, and any other applicable procedures and orders of this Court, including the Interim Compensation Order; provided, however, that if Bates White seeks to redact its time records to protect any privileges asserted it shall first apply to the Bankruptcy Court for permission to do so under Section 107 of the Bankruptcy Code, with the rights of all parties in interest with respect to any such relief fully preserved. The Debtor shall be solely responsible for paying all amounts due under

² Capitalized terms used herein but not defined shall have the meaning given to such terms in the Application.

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Debtor: LTL Management LLC

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Caption: Order Authorizing Retention of Bates White, LLC

this retention, subject to Court approval. The rights of any party in interest to object to any such fee request, and the right of Bates White to respond to any such objection, are fully preserved.

5. Notwithstanding anything to the contrary in the Application, all parties-in-interest have the right to object to any allocation of fees and expenses as between the Debtor and J&J and/or any non-Debtor affiliates.
6. For the avoidance of doubt, no fees earned and payable to Bates White shall constitute a "success fee," "bonus" or "fee enhancement" under applicable law.
7. Subject to the terms of the Interim Compensation Order, Bates White is authorized to hold the Retainer as security for payment of postpetition fees and expenses. Bates White shall not apply any portion of the Retainer to fees and expenses incurred from and after the Petition Date unless and until authorized to do so by further order of the Bankruptcy Court, including the Interim Compensation Order.
8. Notwithstanding any contrary provision of the Engagement Letter including but not limited to paragraph 16, the Bankruptcy Court shall have jurisdiction over, hear and adjudicate any dispute that may arise under the Engagement Letter among the parties to the Engagement Letter during the pendency of the Chapter 11 Case.
9. The limitation of liability contained in paragraph 17 of the Engagement Letter is deemed to be of no force or effect during the pendency of this Chapter 11 Case with respect to the services to be provided pursuant to this Order.
10. Paragraph 19 of the Engagement Letter is revised to reflect that termination will only be allowed upon entry of an Order by the Bankruptcy Court.
11. Paragraphs 9 and 11 of the Engagement Letter are revised to reflect that no interest shall accrue on any invoices or payments and that Bates White may not withhold services unless upon entry of an Order by the Bankruptcy Court.

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Debtor: LTL Management LLC

Case No. 21-30589-MBK

Caption: Order Authorizing Retention of Bates White, LLC

12. Paragraph 20 of the Engagement Letter is revised to reflect that the survival of certain paragraphs of the Engagement Letter is subject to the revisions contained in this Order.
13. Paragraph 15 of the Engagement Letter is revised to reflect that the Bankruptcy Court shall hear and adjudicate any disputes arising between Bates White and Jones Day or the Debtor during the pendency of the Chapter 11 Case.
14. In the event Bates White seeks to use any of its affiliates to perform services for Jones Day or the Debtor, the Debtor shall seek the separate retention of any affiliates upon notice and a hearing, with the rights of all parties in interest preserved in respect of any such request.
15. To the extent Bates White uses the services of independent contractors (the "Contractors") in the Chapter 11 Case, Bates White shall: (a) pass through the cost of such Contractors to the Debtor at the same rate that Bates White pays the Contractors; (b) seek reimbursement for actual costs incurred; (c) require the Contractors to file Rule 2014 affidavits (copies of which shall be promptly provided to any official committee(s) of talc claimants appointed in this Chapter 11 Case (the "Committee")) indicating that the Contractors have reviewed the Parties in Interest List in this case, disclose the Contractors' relationships, if any, with Parties in Interest List and indicate that the Contractors are disinterested; (d) confirm that the Contractors remain disinterested during the time that Bates White is involved in providing services to the Debtor; (e) require the Contractors to represent that they will not provide services in this Chapter 11 Case to the Debtor or other parties in interest during the time Bates White is involved in providing services to the Debtor; and (f) Bates White shall attach any such Contractor invoices to its monthly fee statements, interim fee applications and/or final fee applications filed in this case. The rights of all parties in interest with respect to the use of any Contractors (including, without limitation, with respect to whether any

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Debtor: LTL Management LLC

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Contractor is disinterested) and the payment of any Contractor invoices as set forth herein are fully preserved.

16. To the extent that any party-in-interest, including the Committee and the U.S. Trustee, discovers any facts or circumstances indicating that Bates White's retention under section 327(a) of the Bankruptcy Code is not appropriate, the right of any party-in-interest, the Committee and the U.S. Trustee to seek at that time any appropriate relief is fully preserved.
17. If the professional requested a waiver as noted below, it is ☐ Granted ☐ Denied.
- ☐ Waiver, under D.N.J. LBR 2014-2(b), of the requirements of D.N.J. LBR 2016-1.
- ☐ Waiver, under D.N.J. LBR 2014-3, of the requirements of D.N.J. LBR 2016-1 in a chapter 13 case. Payment to the professional may only be made after satisfactory completion of services.

In re:
LTL Management LLC
Debtor

Case No. 21-30589-MBK
Chapter 11

CERTIFICATE OF NOTICE

District/off: 0312-3
Date Rcvd: Feb 15, 2022

User: admin
Form ID: pdf903

Page 1 of 14
Total Noticed: 4

The following symbols are used throughout this certificate:

Symbol	Definition
+	Addresses marked '+' were corrected by inserting the ZIP, adding the last four digits to complete the zip +4, or replacing an incorrect ZIP. USPS regulations require that automation-compatible mail display the correct ZIP.

Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on Feb 17, 2022:

Recip ID	Recipient Name and Address
db	+ LTL Management LLC, 501 George Street, New Brunswick, NJ 08933-0001
aty	+ Glenn M. Kurtz, White & Case LLP, 1221 Avenue of the America, New York, NY 10020-1001
aty	+ Jessica Lauria, White & Case LLP, 1221 Avenue of the America, New York,, NY 10020-1001
aty	+ Rayburn, Cooper & Durham, P.A., The Carillon, Suite 1200, 227 West Trade St., Charlotte, NC 28202-1672

TOTAL: 4

Notice by electronic transmission was sent to the following persons/entities by the Bankruptcy Noticing Center.
Electronic transmission includes sending notices via email (Email/text and Email/PDF), and electronic data interchange (EDI).

NONE

BYPASSED RECIPIENTS

The following addresses were not sent this bankruptcy notice due to an undeliverable address, *duplicate of an address listed above, *P duplicate of a preferred address, or ## out of date forwarding orders with USPS.

NONE

NOTICE CERTIFICATION

I, Joseph Speetjens, declare under the penalty of perjury that I have sent the attached document to the above listed entities in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.

Meeting of Creditor Notices only (Official Form 309): Pursuant to Fed .R. Bank. P.2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.

Date: Feb 17, 2022

Signature: /s/Joseph Speetjens

CM/ECF NOTICE OF ELECTRONIC FILING

The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system on February 15, 2022 at the address(es) listed below:

Name	Email Address
Adam C. Silverstein	on behalf of Interested Party The Plaintiffs Steering Committee in the In re: Johnson & Johnson Talcum Powder Products Marketing Sales Practices and Products Liability Multi-District Litigation asilverstein@otterbourg.com, awilliams@otterbourg.com
Adam C. Silverstein	on behalf of Interested Party Steering Committee in the In re: Johnson & Johnson Talcum Powder Products Marketing Sales Practices and Products Liability Multi District Litigation asilverstein@otterbourg.com, awilliams@otterbourg.com
Adam S. Ravin	on behalf of Interested Party Imerys Talc Canada Inc. adam.ravin@lw.com
Adam S. Ravin	

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on behalf of Interested Party Imerys Talc America Inc. adam.ravin@lw.com

Adam S. Ravin

on behalf of Interested Party Imerys Talc Vermont Inc. adam.ravin@lw.com

Alan Buford Felts

on behalf of Interested Party Otterbourg P.C afelts@tuggleduggins.com

Alan Buford Felts

on behalf of Interested Party Bailey & Glasser LLP afelts@tuggleduggins.com

Alan Buford Felts

on behalf of Interested Party Massey & Gail LLP afelts@tuggleduggins.com

Alan Buford Felts

on behalf of Interested Party Brown Rudnick LLP afelts@tuggleduggins.com

Alan Buford Felts

on behalf of Interested Party Parkins Lee & Rubio LLP afelts@tuggleduggins.com

Alan I. Moldoff

on behalf of Creditor Committee Official Committee of Talc Claimants II amoldoff@shermansilverstein.com

Alan J. Brody

on behalf of Creditor Bausch Health Companies Inc. f/k/a Valeant Pharmaceuticals International Inc. brody@gtlaw.com, NJLitDock@gtlaw.com

Alan J. Brody

on behalf of Creditor Bausch Health US LLC f/k/a Valeant Pharmaceuticals North America LLC brody@gtlaw.com, NJLitDock@gtlaw.com

Alan J. Brody

on behalf of Creditor Bausch Health Americas Inc. f/k/a Valeant Pharmaceuticals International brody@gtlaw.com, NJLitDock@gtlaw.com

Albert Togut

on behalf of Interested Party Roger Frankel as Legal Representative for Future Personal Injury Claimants appointed in the Chapter 11 bankruptcy case of Cyprus Mines Corporation altogut@teamtogut.com, eozuna@teamtogut.com;seratner@teamtogut.com;dperson@teamtogut.com

Allen Joseph Underwood, II

on behalf of Creditor DeSanto Canadian Class Action Plaintiffs aunderwood@litedepalma.com ajunderwood@ecf.courtdrive.com;grodriguez@litedepalma.com

Allen Joseph Underwood, II

on behalf of Attorney Lite DePalma Greenberg & Afandaor LLC aunderwood@litedepalma.com ajunderwood@ecf.courtdrive.com;grodriguez@litedepalma.com

Allen Joseph Underwood, II

on behalf of Creditor DiSanto Canadian Class Action Creditors aunderwood@litedepalma.com ajunderwood@ecf.courtdrive.com;grodriguez@litedepalma.com

Amanda Rush

on behalf of Plaintiff LTL Management LLC asrush@jonesday.com

Amanda Rush

on behalf of Debtor LTL Management LLC asrush@jonesday.com

Andreas Milliaressis

on behalf of Interested Party Hartford Accident and Indemnity Company adm@stevenslee.com

Andreas Milliaressis

on behalf of Interested Party First State Insurance Company adm@stevenslee.com

Andrew Ambruoso

on behalf of Interested Party Imerys Talc Canada Inc. andrew.ambruoso@lw.com andrew-ambruoso-6817@ecf.pacerpro.com

Andrew Ambruoso

on behalf of Interested Party Imerys Talc America Inc. andrew.ambruoso@lw.com, andrew-ambruoso-6817@ecf.pacerpro.com

Andrew Ambruoso

on behalf of Interested Party Imerys Talc Vermont Inc. andrew.ambruoso@lw.com, andrew-ambruoso-6817@ecf.pacerpro.com

Andrew Craig

on behalf of Creditor Allstate Insurance Company acraig@windelsmarx.com

Andrew Golden

on behalf of Interested Party Cyprus Mines Corporation agolden@kasowitz.com

Andrew J. Kelly

on behalf of Interested Party Blue Cross Blue Shield of Massachusetts Inc. akelly@kbtlaw.com, wsheridan@kbtlaw.com;saudino@kbtlaw.com;tgraga@kbtlaw.com;pschenke@kbtlaw.com

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Total Noticed: 4

Andrew S. Richmond

on behalf of Interested Party Williams Hart Boundas Easterby LLP, on behalf of certain personal injury claimants (Williams Hart Plaintiffs) arichmond@pryorcashman.com

Andrew T. Frankel

on behalf of Interested Party Travelers Casualty and Surety Company (f/k/a The Aetna Casualty and Surety Company) afrankel@stblaw.com

Andy Frankel

on behalf of Interested Party Travelers Casualty and Surety Company (f/k/a The Aetna Casualty and Surety Company) afrankel@stblaw.com

Anthony Sodono, III

on behalf of Creditor Alishia Landrum Committee Member asodono@msbnj.com

Arthur Abramowitz

on behalf of Interested Party Massey & Gail LLP aabramowitz@shermansilverstein.com
jbaugh@shermansilverstein.com;mmorris@shermansilverstein.com

Arthur Abramowitz

on behalf of Creditor Committee Official Committee of Talc Claimants II aabramowitz@shermansilverstein.com
jbaugh@shermansilverstein.com;mmorris@shermansilverstein.com

Arthur Abramowitz

on behalf of Interested Party Bailey & Glasser LLP aabramowitz@shermansilverstein.com
jbaugh@shermansilverstein.com;mmorris@shermansilverstein.com

Autumn D. Highsmith

on behalf of Interested Party State of Texas autumn.highsmith@oag.texas.gov

Bill Graham

on behalf of Attorney Wallace & Graham P.A. bgraham@wallacegraham.com

Brad B. Erens

on behalf of Debtor LTL Management LLC bberens@jonesday.com

Brad B. Erens

on behalf of Plaintiff LTL Management LLC bberens@jonesday.com

Brad Jeffrey Axelrod

on behalf of Debtor LTL Management LLC baxelrod@wmd-law.com

Brad Jeffrey Axelrod

on behalf of Plaintiff LTL Management LLC baxelrod@wmd-law.com

Brett Kahn

on behalf of Spec. Counsel McCarter & English LLP bkahn@mccarter.com

Brian J. McCormick, Jr.

on behalf of Interested Party Ross Feller Casey LLP bmccormick@rossfellerclaw.com earend@rossfellerclaw.com

Brian W. Hofmeister

on behalf of Attorney Law Firm of Brian W. Hofmeister of behalf of various claimants bwh@hofmeisterfirm.com,
j119@ecfbis.com

C. Richard Rayburn, Jr.

on behalf of Plaintiff LTL Management LLC rrayburn@rcdlaw.net jrobinson@rcdlaw.net

Caitlin K. Cahow

on behalf of Debtor LTL Management LLC ccahow@jonesday.com

Carol A. Slocum

on behalf of Creditor Ad Hoc Mesothelioma Committee cslocum@klehr.com lclark@klehr.com

Carolyn Lachman

on behalf of Creditor Pension Benefit Guaranty Corporation lachman.carolyn@pbgc.gov efile@pbgc.gov

Cary Joshi

on behalf of Creditor Committee Official Committee of Talc Claimants II cjoshi@baileyglasser.com

Charles Michael Rubio

on behalf of Interested Party OnderLaw LLC crubio@parkinslee.com, 7485062420@filings.docketbird.com

Charles Michael Rubio

on behalf of Creditor OnderLaw LLC crubio@parkinslee.com, 7485062420@filings.docketbird.com

Chelsea Corey

on behalf of Interested Party Bestwall LLC ccorey@kslaw.com

Christopher K. Kiplok

on behalf of Interested Party Imerys SA kiplok@hugheshubbard.com

Christopher M. Placitella

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User: admin

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Total Noticed: 4

on behalf of Interested Party Cohen Placitella & Roth, P.C. cplacitella@cpirlaw.com, cmcnelis@cpirlaw.com

Christopher M. Placitella

on behalf of Attorney Christopher M. Placitella cplacitella@cpirlaw.com cmcnelis@cpirlaw.com

Christopher M. Placitella

cplacitella@cpirlaw.com cmcnelis@cpirlaw.com

Christopher Vincent Tisi

on behalf of Interested Party The Plaintiffs Steering Committee in the In re: Johnson & Johnson Talcum Powder Products Marketing Sales Practices and Products Liability Multi-District Litigation ctisis@levinlaw.com

Clinton E. Cameron

on behalf of Interested Party The Continental Insurance Company Clinton.Cameron@clydeco.us

Cole Hayes

on behalf of Interested Party Steering Committee in the In re: Johnson & Johnson Talcum Powder Products Marketing Sales Practices and Products Liability Multi District Litigation cole@coleyhayeslaw.com

Cole Hayes

on behalf of Interested Party The Plaintiffs Steering Committee in the In re: Johnson & Johnson Talcum Powder Products Marketing Sales Practices and Products Liability Multi-District Litigation cole@coleyhayeslaw.com

Colin R. Robinson

on behalf of Interested Party Arnold & Itkin LLP crobinson@pszjlaw.com

Colin R. Robinson

on behalf of Creditor Arnold & Itkin LLP crobinson@pszjlaw.com

Daniel Lapinski

on behalf of Interested Party Motley Rice LLC dlapinski@motleyrice.com

Daniel Stolz

on behalf of Interested Party Bailey & Glasser LLP dstolz@genovaburns.com
dstolz@ecf.inforuptcy.com;msousa@genovaburns.com

Daniel Stolz

on behalf of Spec. Counsel Massey & Gail LLP dstolz@genovaburns.com
dstolz@ecf.inforuptcy.com;msousa@genovaburns.com

Daniel Stolz

on behalf of Attorney Genova Burns LLC dstolz@genovaburns.com dstolz@ecf.inforuptcy.com;msousa@genovaburns.com

Daniel Stolz

on behalf of Spec. Counsel Parkins Lee & Rubio LLP dstolz@genovaburns.com
dstolz@ecf.inforuptcy.com;msousa@genovaburns.com

Daniel Stolz

on behalf of Creditor Committee Official Committee of Talc Claimants dstolz@genovaburns.com
dstolz@ecf.inforuptcy.com;msousa@genovaburns.com

Daniel Stolz

on behalf of Interested Party Otterbourg P.C dstolz@genovaburns.com dstolz@ecf.inforuptcy.com;msousa@genovaburns.com

Daniel Stolz

on behalf of Creditor Proposed Local Counsel to Official Committee of Talc Claimants for LTL Management LLC
dstolz@genovaburns.com, dstolz@ecf.inforuptcy.com;msousa@genovaburns.com

Daniel Stolz

on behalf of Interested Party Brown Rudnick LLP dstolz@genovaburns.com
dstolz@ecf.inforuptcy.com;msousa@genovaburns.com

Daniel Stolz

on behalf of Creditor Committee Committee of Talc Claimants dstolz@genovaburns.com
dstolz@ecf.inforuptcy.com;msousa@genovaburns.com

Daniel Stolz

on behalf of Creditor Committee Official Committee of Talc Claimants I dstolz@genovaburns.com
dstolz@ecf.inforuptcy.com;msousa@genovaburns.com

Daniel Stolz

on behalf of Interested Party Committee of Talc Claimants dstolz@genovaburns.com
dstolz@ecf.inforuptcy.com;msousa@genovaburns.com

Daniel B. Prieto

on behalf of Debtor LTL Management LLC dbprieto@jonesday.com

Daniel B. Prieto

on behalf of Plaintiff LTL Management LLC dbprieto@jonesday.com

Daniel H. Charest

on behalf of Creditor Julia Lathrop dcharest@burnscharest.com manderson@burnscharest.com;mkweik@burnscharest.com

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User: admin

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Daniel H. Charest

on behalf of Creditor Daniel Mercer dcharest@burnscharest.com manderson@burnscharest.com;mkweik@burnscharest.com

Daniel H. Charest

on behalf of Interested Party The Plaintiffs Steering Committee in the In re: Johnson & Johnson Talcum Powder Products Marketing Sales Practices and Products Liability Multi-District Litigation dcharest@burnscharest.com, manderson@burnscharest.com;mkweik@burnscharest.com

Daniel Robert Lapinski

on behalf of Interested Party Motley Rice LLC dlapinski@motleyrice.com hfonseca@motleyrice.com,kdotson@motleyrice.com

Danielle Spinelli

on behalf of Interested Party Three Crowns Insurance Company Danielle.Spinelli@wilmerhale.com

Danielle Spinelli

on behalf of Interested Party Rio Tinto America Inc. Danielle.Spinelli@wilmerhale.com

Darren McDowell

on behalf of Interested Party Fears Nachawati PLLC dmcowell@fnlawfirm.com
mn@fnlawfirm.com;jwoodman@essexrichards.com;hculp@essexrichards.com;cbritton@fnlawfirm.com

David Christian

on behalf of Creditor The Continental Insurance Company dchristian@davodcjrostoamattprmeus.com

David Christian

on behalf of Interested Party The Continental Insurance Company dchristian@davodcjrostoamattprmeus.com

David Rosner

on behalf of Interested Party Cyprus Mines Corporation drosner@kasowitz.com courtnotices@kasowitz.com

David J. Molton

on behalf of Creditor Committee Official Committee of Talc Claimants dmolton@brownrudnick.com
hcohen@brownrudnick.com

David J. Molton

on behalf of Creditor Committee Committee of Talc Claimants dmolton@brownrudnick.com hcohen@brownrudnick.com

Dennis Geier

on behalf of Interested Party Cohen Placitella & Roth, P.C. dgeier@cprlaw.com, cmcnelis@cprlaw.com

Denyse F. Clancy

on behalf of Interested Party Kazan McClain, Satterley & Greenwood, PLC dclancy@kazanlaw.com

Derek J. Baker

on behalf of Interested Party Cyprus Mines Corporation dbaker@reedsmith.com

Donald W Clarke

on behalf of Interested Party Parkins Lee & Rubio LLP dclarke@genovaburns.com dclarke@ecf.inforuptcy.com

Donald W Clarke

on behalf of Attorney Genova Burns LLC dclarke@genovaburns.com dclarke@ecf.inforuptcy.com

Donald W Clarke

on behalf of Interested Party Bailey & Glasser LLP dclarke@genovaburns.com dclarke@ecf.inforuptcy.com

Donald W Clarke

on behalf of Interested Party Otterbourg P.C dclarke@genovaburns.com dclarke@ecf.inforuptcy.com

Donald W Clarke

on behalf of Spec. Counsel Parkins Lee & Rubio LLP dclarke@genovaburns.com dclarke@ecf.inforuptcy.com

Donald W Clarke

on behalf of Creditor Proposed Local Counsel to Official Committee of Talc Claimants for LTL Management LLC
dclarke@genovaburns.com, dclarke@ecf.inforuptcy.com

Donald W Clarke

on behalf of Creditor Committee Committee of Talc Claimants dclarke@genovaburns.com dclarke@ecf.inforuptcy.com

Donald W Clarke

on behalf of Creditor Committee Official Committee of Talc Claimants dclarke@genovaburns.com dclarke@ecf.inforuptcy.com

Donald W Clarke

on behalf of Interested Party Brown Rudnick LLP dclarke@genovaburns.com dclarke@ecf.inforuptcy.com

Donald W Clarke

on behalf of Spec. Counsel Massey & Gail LLP dclarke@genovaburns.com dclarke@ecf.inforuptcy.com

Donald W Clarke

on behalf of Interested Party Committee of Talc Claimants dclarke@genovaburns.com dclarke@ecf.inforuptcy.com

Donald W Clarke

on behalf of Creditor Committee Official Committee of Talc Claimants I dclarke@genovaburns.com dclarke@ecf.inforuptcy.com

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User: admin

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Total Noticed: 4

Donald W Clarke	on behalf of Interested Party Massey & Gail LLP dclarke@genovaburns.com dclarke@ecf.inforuptcy.com
E. Richard Dressel	on behalf of Interested Party Erwin Chemerinsky rdressel@lexnovallaw.com
Eamonn O'Hagan	on behalf of Creditor UNITED STATES OF AMERICA eamonn.ohagan@usdoj.gov
Eileen McCabe	on behalf of Interested Party Starr Indemnity & Liability Company eileen.mccabe@mendes.com
Eileen McCabe	on behalf of Interested Party Lexington Insurance Company eileen.mccabe@mendes.com
Eileen McCabe	on behalf of Interested Party ASR Schadeverzekering N.V. eileen.mccabe@mendes.com
Eileen McCabe	on behalf of Interested Party The North River Insurance Company eileen.mccabe@mendes.com
Eileen McCabe	on behalf of Interested Party AIG Property Casualty Company eileen.mccabe@mendes.com
Eileen McCabe	on behalf of Interested Party AIG Europe S.A. eileen.mccabe@mendes.com
Eileen McCabe	on behalf of Interested Party N.V. Schadeverzekeringsmaatschappij Maas Lloyd eileen.mccabe@mendes.com
Eileen McCabe	on behalf of Interested Party The Insurance Company of the State of Pennsylvania eileen.mccabe@mendes.com
Eileen McCabe	on behalf of Interested Party National Union Fire Insurance Company of Pittsburgh PA eileen.mccabe@mendes.com
Eileen McCabe	on behalf of Interested Party AIU Insurance Company eileen.mccabe@mendes.com
Eileen McCabe	on behalf of Interested Party RheinLand Versicherungen eileen.mccabe@mendes.com
Eileen McCabe	on behalf of Interested Party Atlanta International Insurance Company eileen.mccabe@mendes.com
Eileen McCabe	on behalf of Interested Party Granite State Insurance Company eileen.mccabe@mendes.com
Eileen McCabe	on behalf of Interested Party New Hampshire Insurance Company eileen.mccabe@mendes.com
Emil A. Kleinhaus	on behalf of Interested Party Cyprus Amax Minerals Company EAKleinhaus@WLRK.com
Erica Villanueva	on behalf of Interested Party Rio Tinto America Inc. EVillanueva@fbm.com
Erica Villanueva	on behalf of Interested Party Three Crowns Insurance Company EVillanueva@fbm.com
Evan Lazerowitz	on behalf of Creditor Committee Official Committee of Talc Claimants II elazerowitz@cooley.com efiling-notice@ecf.pacerpro.com;jbrown@cooley.com;mklein@cooley.com;rkanowitz@cooley.com
Felice R. Yudkin	on behalf of Interested Party Claimants represented by the Barnes Law Group fyudkin@coleschotz.com fpisano@coleschotz.com
Geoffrey S Brounell	on behalf of Unknown Role Type Reuters News & Media Inc. geoffreybrounell@dwt.com
Gregory Plotko	on behalf of Interested Party Pacific Employers Insurance Company gplotko@crowell.com mschneider@rkollp.com
Gregory Plotko	on behalf of Interested Party Westchester Fire Insurance Company gplotko@crowell.com mschneider@rkollp.com
Gregory Plotko	on behalf of Interested Party Federal Insurance Company gplotko@crowell.com mschneider@rkollp.com
Gregory Plotko	on behalf of Interested Party Great Northern Insurance Company gplotko@crowell.com mschneider@rkollp.com
Gregory Plotko	

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	on behalf of Interested Party ACE Property and Casualty Insurance Company gplotko@crowell.com mschneider@rkollp.com
Gregory Plotko	on behalf of Interested Party Central National Insurance Company of Omaha gplotko@crowell.com mschneider@rkollp.com
Gregory Plotko	on behalf of Interested Party Century Indemnity Company gplotko@crowell.com mschneider@rkollp.com
Gregory M. Gordon	on behalf of Debtor LTL Management LLC gmgordon@jonesday.com
Gregory M. Gordon	on behalf of Plaintiff LTL Management LLC gmgordon@jonesday.com
Heather Elizabeth Simpson	on behalf of Interested Party TIG Insurance Company heather.simpson@kennedyscmk.com
Heather Elizabeth Simpson	on behalf of Interested Party Everest Reinsurance Company heather.simpson@kennedyscmk.com
Isley M. Gostin	on behalf of Interested Party Three Crowns Insurance Company Isley.Gostin@wilmerhale.com
Isley M. Gostin	on behalf of Interested Party Rio Tinto America Inc. Isley.Gostin@wilmerhale.com
James Francis Green	on behalf of Interested Party The Plaintiffs Steering Committee in the In re: Johnson & Johnson Talcum Powder Products Marketing Sales Practices and Products Liability Multi-District Litigation jgreen@ashcraftlaw.com, tnguyen@ashcraftlaw.com;nparfitt@ashcraftlaw.com;plyons@ashcraft.com;twaters@ashcraftlaw.com
James M. Jones	on behalf of Debtor LTL Management LLC jmjones@jonesday.com
James N. Lawlor	on behalf of Spec. Counsel Patterson Belknap Webb & Tyler LLP jlawlor@wmd-law.com
James N. Lawlor	on behalf of Plaintiff LTL Management LLC jlawlor@wmd-law.com
James N. Lawlor	on behalf of Debtor LTL Management LLC jlawlor@wmd-law.com
Janet A. Shapiro	on behalf of Interested Party Employers Mutual Casualty Company jshapiro@shapirolawfirm.com
Janet A. Shapiro	on behalf of Interested Party Scottsdale Insurance jshapiro@shapirolawfirm.com
Janet A. Shapiro	on behalf of Interested Party Employers Ins. of Wausau jshapiro@shapirolawfirm.com
Janet A. Shapiro	on behalf of Interested Party Nationwide Indemnity jshapiro@shapirolawfirm.com
Janet A. Shapiro	on behalf of Interested Party Employers Ins Co of Wausau jshapiro@shapirolawfirm.com
Janet A. Shapiro	on behalf of Interested Party Employers Ins. Company of Wausau jshapiro@shapirolawfirm.com
Jason D Angelo	on behalf of Interested Party Cyprus Mines Corporation jangelo@reedsmith.com
Jeffrey M. Sponder	on behalf of U.S. Trustee U.S. Trustee jeffrey.m.sponder@usdoj.gov jeffrey.m.sponder@usdoj.gov
Jennifer S. Feeney	on behalf of Interested Party The Plaintiffs Steering Committee in the In re: Johnson & Johnson Talcum Powder Products Marketing Sales Practices and Products Liability Multi-District Litigation jfeeney@otterbourg.com
Jerome Howard Block	on behalf of Interested Party Levy Konigsberg LLP jblock@levylaw.com
Jerome Howard Block	on behalf of Interested Party Talc Claimants jblock@levylaw.com
Joel Rhine	on behalf of Interested Party Clients of Clifford Law Offices P.C., and Taft Stettinius & Hollister, LLP slc@rhinelawfirm.com
John Bougiamas	on behalf of Interested Party Steering Committee in the In re: Johnson & Johnson Talcum Powder Products Marketing Sales Practices and Products Liability Multi District Litigation jbougiamas@otterbourg.com,

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ryan@otterbourg.com;jfeeney@otterbourg.com;mmaizel@otterbourg.com;jhildebrandt@otterbourg.com

John Bougiamas

on behalf of Interested Party The Plaintiffs Steering Committee in the In re: Johnson & Johnson Talcum Powder Products Marketing Sales Practices and Products Liability Multi-District Litigation jbougiamas@otterbourg.com, ryan@otterbourg.com;jfeeney@otterbourg.com;mmaizel@otterbourg.com;jhildebrandt@otterbourg.com

John Maloney

on behalf of Interested Party Travelers Casualty and Surety Company (f/k/a The Aetna Casualty and Surety Company) jmaloney@lawgmm.com

John A. Baden, IV

on behalf of Interested Party Motley Rice LLC jbaden@motleyrice.com

John A. Baden, IV

on behalf of Other Prof. Epiq Corporate Restructuring LLC jbaden@motleyrice.com

John A. Bougiamas

on behalf of Interested Party Committee of Talc Claimants jbougiamas@oshr.com jfeeney@otterbourg.com;awilliams@otterbourg.com;dfiorillo@otterbourg.com

John C. Woodman

on behalf of Attorney John C. Woodman jwoodman@essexrichards.com DDiMatteo@essexrichards.com;SMarak@essexrichards.com

John D. Green

on behalf of Interested Party Rio Tinto America Inc. JGreen@fbm.com

John D. Green

on behalf of Interested Party Three Crowns Insurance Company JGreen@fbm.com

John F. Bracaglia, Jr.

on behalf of Creditor Jeanne Stephenson brokaw@centraljerseylaw.com

John M. August

on behalf of Creditor Vincent Hill jaugust@saiber.com cmiller@saiber.com

John M. August

on behalf of Creditor Kristie Lynn Doyle jaugust@saiber.com cmiller@saiber.com

John R. Miller, Jr.

on behalf of Plaintiff LTL Management LLC jmiller@rcdlaw.net

John R. Miller, Jr.

on behalf of Debtor LTL Management LLC jmiller@rcdlaw.net

Jonathan I. Rabinowitz

on behalf of Attorney J. Maria Glover jrabinowitz@rltlawfirm.com jcoleman@rltlawfirm.com

Jonathan S Massey

on behalf of Interested Party Massey & Gail LLP jloper@masseygail.com

Joseph Satterley

on behalf of Interested Party Kazan McClain, Satterley & Greenwood, PLC jsatterley@kazanlaw.com

Joseph F. Rice

on behalf of Interested Party Motley Rice LLC jrice@motleyrice.com

Joseph Francis Pacelli

on behalf of Debtor LTL Management LLC jpacelli@wmd-law.com

Joseph Francis Pacelli

on behalf of Plaintiff LTL Management LLC jpacelli@wmd-law.com

Judy D. Thompson

on behalf of Interested Party Barnes Law Group LLC jdt@jdtthompsonlaw.com, sxb@jdtthompsonlaw.com

Katherine Scherling

on behalf of Interested Party RheinLand Versicherungen katherine.scherling@katten.com

Katherine Scherling

on behalf of Interested Party ASR Schadeverzekering N.V. katherine.scherling@katten.com

Katherine Scherling

on behalf of Interested Party AIU Insurance Company katherine.scherling@katten.com

Katherine Scherling

on behalf of Interested Party N.V. Schadeverzekeringsmaatschappij Maas Lloyd katherine.scherling@katten.com

Katherine Scherling

on behalf of Interested Party Lexington Insurance Company katherine.scherling@katten.com

Katherine Scherling

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Total Noticed: 4

	on behalf of Interested Party The North River Insurance Company katherine.scherling@katten.com
Katherine Scherling	on behalf of Interested Party AIG Property Casualty Company katherine.scherling@katten.com
Katherine Scherling	on behalf of Interested Party Atlanta International Insurance Company katherine.scherling@katten.com
Katherine Scherling	on behalf of Interested Party Granite State Insurance Company katherine.scherling@katten.com
Katherine Scherling	on behalf of Interested Party New Hampshire Insurance Company katherine.scherling@katten.com
Katherine Scherling	on behalf of Interested Party The Insurance Company of the State of Pennsylvania katherine.scherling@katten.com
Katherine Scherling	on behalf of Interested Party Starr Indemnity & Liability Company katherine.scherling@katten.com
Katherine Scherling	on behalf of Interested Party National Union Fire Insurance Company of Pittsburgh PA katherine.scherling@katten.com
Katherine Scherling	on behalf of Interested Party AIG Europe S.A. katherine.scherling@katten.com
Kathleen A Frazier	on behalf of Debtor LTL Management LLC kfrazier@shb.com
Kelly D. Curtin	on behalf of Interested Party Rio Tinto America Inc. kdcurtin@pbnlaw.com mpdermatis@pbnlaw.com;pnbalala@pbnlaw.com;cpmazza@pbnlaw.com;jmoconnor@pbnlaw.com
Kelly D. Curtin	on behalf of Interested Party Rio Tinto America Holdings Inc. kdcurtin@pbnlaw.com mpdermatis@pbnlaw.com;pnbalala@pbnlaw.com;cpmazza@pbnlaw.com;jmoconnor@pbnlaw.com
Kelly D. Curtin	on behalf of Interested Party Rio Tinto Services Inc. kdcurtin@pbnlaw.com mpdermatis@pbnlaw.com;pnbalala@pbnlaw.com;cpmazza@pbnlaw.com;jmoconnor@pbnlaw.com
Kelly D. Curtin	on behalf of Interested Party Three Crowns Insurance Company kdcurtin@pbnlaw.com mpdermatis@pbnlaw.com;pnbalala@pbnlaw.com;cpmazza@pbnlaw.com;jmoconnor@pbnlaw.com
Kelly D. Curtin	on behalf of Interested Party Metals & Minerals Insurance Company Pte. Ltd. kdcurtin@pbnlaw.com mpdermatis@pbnlaw.com;pnbalala@pbnlaw.com;cpmazza@pbnlaw.com;jmoconnor@pbnlaw.com
Kelsey Panizzolo	on behalf of Interested Party ASR Schadeverzekering N.V. kelsey.panizzolo@katten.com courtalertclt@katten.com
Kelsey Panizzolo	on behalf of Interested Party Atlanta International Insurance Company kelsey.panizzolo@katten.com courtalertclt@katten.com
Kelsey Panizzolo	on behalf of Interested Party AIG Europe S.A. kelsey.panizzolo@katten.com courtalertclt@katten.com
Kelsey Panizzolo	on behalf of Interested Party AIG Property Casualty Company kelsey.panizzolo@katten.com courtalertclt@katten.com
Kelsey Panizzolo	on behalf of Interested Party Starr Indemnity & Liability Company kelsey.panizzolo@katten.com courtalertclt@katten.com
Kelsey Panizzolo	on behalf of Interested Party The North River Insurance Company kelsey.panizzolo@katten.com courtalertclt@katten.com
Kelsey Panizzolo	on behalf of Interested Party The Insurance Company of the State of Pennsylvania kelsey.panizzolo@katten.com courtalertclt@katten.com
Kelsey Panizzolo	on behalf of Interested Party Granite State Insurance Company kelsey.panizzolo@katten.com courtalertclt@katten.com
Kelsey Panizzolo	on behalf of Interested Party New Hampshire Insurance Company kelsey.panizzolo@katten.com courtalertclt@katten.com
Kelsey Panizzolo	on behalf of Interested Party N.V. Schadeverzekeringsmaatschappij Maas Lloyd kelsey.panizzolo@katten.com courtalertclt@katten.com
Kelsey Panizzolo	on behalf of Interested Party RheinLand Versicherungen kelsey.panizzolo@katten.com courtalertclt@katten.com

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Total Noticed: 4

Kelsey Panizzolo
on behalf of Interested Party Lexington Insurance Company kelsey.panizzolo@katten.com courtalertclt@katten.com

Kelsey Panizzolo
on behalf of Interested Party National Union Fire Insurance Company of Pittsburgh PA kelsey.panizzolo@katten.com
courtalertclt@katten.com

Kelsey Panizzolo
on behalf of Interested Party AIU Insurance Company kelsey.panizzolo@katten.com courtalertclt@katten.com

Kenneth A. Rosen
on behalf of Interested Party Johnson & Johnson krosen@lowenstein.com dclaussen@lowenstein.com

Kenneth A. Rosen
on behalf of Interested Party Johnson & Johnson and Johnson & Johnson Consumer Inc. krosen@lowenstein.com
dclaussen@lowenstein.com

Konrad Krebs
on behalf of Interested Party The Continental Insurance Company konrad.krebs@clydeco.us

Kristen R. Fournier
on behalf of Debtor LTL Management LLC kfournier@kslaw.com

Laila Masud
on behalf of Interested Party Talc Claimants lmasud@marshackhays.com

Laura Davis Jones
on behalf of Creditor Arnold & Itkin LLP ljones@pszjlaw.com

Lauren Bielskie
on behalf of U.S. Trustee U.S. Trustee lauren.bielskie@usdoj.gov

Lenard Parkins
on behalf of Creditor OnderLaw LLC lparkins@parkinslee.com

Leslie Carol Heilman
on behalf of Creditor Albertsons Companies Inc. heilmanl@ballardspahr.com, carbonej@ballardspahr.com

Louis A. Modugno
on behalf of Interested Party Atlanta International Insurance Company lmodugno@tm-firm.com

Louis A. Modugno
on behalf of Interested Party AIG Europe S.A. lmodugno@tm-firm.com

Louis A. Modugno
on behalf of Interested Party Granite State Insurance Company lmodugno@tm-firm.com

Louis A. Modugno
on behalf of Interested Party New Hampshire Insurance Company lmodugno@tm-firm.com

Louis A. Modugno
on behalf of Interested Party ASR Schadeverzekering N.V. lmodugno@tm-firm.com

Louis A. Modugno
on behalf of Interested Party AIG Property Casualty Company lmodugno@tm-firm.com

Louis A. Modugno
on behalf of Interested Party National Union Fire Insurance Company of Pittsburgh PA lmodugno@tm-firm.com

Louis A. Modugno
on behalf of Interested Party RheinLand Versicherungen lmodugno@tm-firm.com

Louis A. Modugno
on behalf of Interested Party Lexington Insurance Company lmodugno@tm-firm.com

Louis A. Modugno
on behalf of Interested Party Starr Indemnity & Liability Company lmodugno@tm-firm.com

Louis A. Modugno
on behalf of Interested Party The Insurance Company of the State of Pennsylvania lmodugno@tm-firm.com

Louis A. Modugno
on behalf of Interested Party N.V. Schadeverzekeringsmaatschappij Maas Lloyd lmodugno@tm-firm.com

Louis A. Modugno
on behalf of Interested Party AIU Insurance Company lmodugno@tm-firm.com

Louis A. Modugno
on behalf of Interested Party Objecting Insurers lmodugno@tm-firm.com

Louis A. Modugno
on behalf of Interested Party The North River Insurance Company lmodugno@tm-firm.com

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Lyndon Mitchell Tretter	on behalf of Plaintiff LTL Management LLC ltretter@wmd-law.com
Lyndon Mitchell Tretter	on behalf of Debtor LTL Management LLC ltretter@wmd-law.com
Marc E. Wolin	on behalf of Creditor Kristie Lynn Doyle mwolin@saiber.com ccarfagno@saiber.com
Mark P. Robinson, Jr	on behalf of Interested Party Talc Claimants mrobinson@robinsonfirm.com
Mark W. Rasmussen	on behalf of Debtor LTL Management LLC mrasmussen@jonesday.com
Mary E. Seymour	on behalf of Interested Party Johnson & Johnson and Johnson & Johnson Consumer Inc. mseymour@lowenstein.com jkimble@lowenstein.com
Matthew I. W. Baker	on behalf of Creditor Proposed Local Counsel to Official Committee of Talc Claimants for LTL Management LLC mbaker@genovaburns.com
Matthew L Tomsic	on behalf of Plaintiff LTL Management LLC mtomsic@rcdlaw.net
Matthew L Tomsic	on behalf of Debtor LTL Management LLC mtomsic@rcdlaw.net
Melanie Louise Cyganowski	on behalf of Interested Party The Plaintiffs Steering Committee in the In re: Johnson & Johnson Talcum Powder Products Marketing Sales Practices and Products Liability Multi-District Litigation mcyganowski@otterbourg.com, awilliams@otterbourg.com
Melanie Louise Cyganowski	on behalf of Interested Party Steering Committee in the In re: Johnson & Johnson Talcum Powder Products Marketing Sales Practices and Products Liability Multi District Litigation mcyganowski@otterbourg.com, awilliams@otterbourg.com
Michael Hutchins	on behalf of Interested Party Cyprus Mines Corporation mhutchins@kasowitz.com courtnotices@kasowitz.com
Michael E. Collins	on behalf of Interested Party Westchester Fire Insurance Company mcollins@manierherod.com
Michael H. Torkin	on behalf of Interested Party Travelers Casualty and Surety Company (f/k/a The Aetna Casualty and Surety Company) michael.torkin@stblaw.com
Michael L. Tuchin	on behalf of Interested Party Aylstock Witkin, Kreis & Overholtz, PLLC mtuchin@ktbslaw.com
Michelle A. Parfitt	on behalf of Interested Party The Plaintiffs Steering Committee in the In re: Johnson & Johnson Talcum Powder Products Marketing Sales Practices and Products Liability Multi-District Litigation mparfitt@ashcraftlaw.com
Mitchell Hausman	on behalf of U.S. Trustee U.S. Trustee Mitchell.B.Hausman@usdoj.gov
Mitchell Malzberg	on behalf of Interested Party Talc Claimants mmalzberg@mjmalzberglaw.com dlapham@mjmalzberglaw.com
Mitchell Malzberg	on behalf of Creditor Various Claimants mmalzberg@mjmalzberglaw.com dlapham@mjmalzberglaw.com
Morton R. Branzburg	on behalf of Creditor Ad Hoc Mesothelioma Committee mbranzburg@klehr.com jtaylor@klehr.com;nyackle@klehr.com
Nabil Majed Nachawati, II	on behalf of Interested Party Fears Nachawati PLLC MN@fnlawfirm.com
Nancy Isaacson	on behalf of Interested Party Motley Rice LLC nisaacson@greenbaumlaw.com
Nathan David Finch	on behalf of Interested Party Motley Rice LLC nfinch@motleyrice.com
Nir Maoz	on behalf of Interested Party Aylstock Witkin, Kreis & Overholtz, PLLC nmaoz@ktbslaw.com
P. Leigh O'Dell	on behalf of Interested Party Steering Committee in the In re: Johnson & Johnson Talcum Powder Products Marketing Sales Practices and Products Liability Multi District Litigation leigh.odell@beasleyallen.com

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Total Noticed: 4

Patricia M. Kipnis

on behalf of Interested Party Committee of Talc Claimants pkipnis@baileyglasser.com mchapman@baileyglasser.com

Paul E. Heath

on behalf of Interested Party Cyprus Amax Minerals Company pheath@velaw.com

Paul J. Winterhalter

on behalf of Interested Party Aylstock Witkin, Kreis & Overholtz, PLLC pwinterhalter@offitkurman.com, rbarnhart@offitkurman.com

Paul M. Singer

on behalf of Interested Party Cyprus Mines Corporation psinger@reedsmith.com

Paul R. Baynard

on behalf of Interested Party Aylstock Witkin, Kreis & Overholtz, PLLC paul.baynard@offitkurman.com, tonya.helms@offitkurman.com

Paul R. DeFilippo

on behalf of Debtor LTL Management LLC pdefilippo@wmd-law.com jgiampolo@wmd-law.com

Paul R. DeFilippo

on behalf of Other Prof. Bates White LLC pdefilippo@wmd-law.com, jgiampolo@wmd-law.com

Paul R. DeFilippo

on behalf of Attorney Rayburn Cooper & Durham P.A pdefilippo@wmd-law.com, jgiampolo@wmd-law.com

Paul R. DeFilippo

on behalf of Attorney Jones Day pdefilippo@wmd-law.com jgiampolo@wmd-law.com

Paul R. DeFilippo

on behalf of Other Prof. AlixPartners LLP pdefilippo@wmd-law.com, jgiampolo@wmd-law.com

Paul R. DeFilippo

on behalf of Attorney Wollmuth Maher & Deutsch LLP pdefilippo@wmd-law.com jgiampolo@wmd-law.com

Paul R. DeFilippo

on behalf of Plaintiff LTL Management LLC pdefilippo@wmd-law.com jgiampolo@wmd-law.com

Paul R. DeFilippo

on behalf of Spec. Counsel Weil Gotshal, & Manges, LLP pdefilippo@wmd-law.com, jgiampolo@wmd-law.com

Rachel Ginzburg

on behalf of Unknown Role Type The Amici Professors rginzburg@herrick.com

Rachel A. Parisi

on behalf of Interested Party Rio Tinto America Holdings Inc. raparisi@pbnlaw.com mpdermatis@pbnlaw.com;cpmazza@pbnlaw.com;sakelly@pbnlaw.com;pnbalala@pbnlaw.com;jmoconnor@pbnlaw.com

Rachel A. Parisi

on behalf of Interested Party Rio Tinto Services Inc. raparisi@pbnlaw.com mpdermatis@pbnlaw.com;cpmazza@pbnlaw.com;sakelly@pbnlaw.com;pnbalala@pbnlaw.com;jmoconnor@pbnlaw.com

Rachel A. Parisi

on behalf of Interested Party Three Crowns Insurance Company raparisi@pbnlaw.com mpdermatis@pbnlaw.com;cpmazza@pbnlaw.com;sakelly@pbnlaw.com;pnbalala@pbnlaw.com;jmoconnor@pbnlaw.com

Rachel A. Parisi

on behalf of Interested Party Rio Tinto America Inc. raparisi@pbnlaw.com mpdermatis@pbnlaw.com;cpmazza@pbnlaw.com;sakelly@pbnlaw.com;pnbalala@pbnlaw.com;jmoconnor@pbnlaw.com

Rachel A. Parisi

on behalf of Interested Party Metals & Minerals Insurance Company Pte. Ltd. raparisi@pbnlaw.com mpdermatis@pbnlaw.com;cpmazza@pbnlaw.com;sakelly@pbnlaw.com;pnbalala@pbnlaw.com;jmoconnor@pbnlaw.com

Rachel R Obaldo

on behalf of Interested Party State of Texas bk-robaldo@texasattorneygeneral.gov

Rashad Blossom

on behalf of Interested Party Joseph McGovern rblossom@blossomlaw.com pogando@blossomlaw.com;R41929@notify.bestcase.com;ecfnofices2018@gmail.com

Rashad Blossom

on behalf of Attorney Christopher M. Placitella rblossom@blossomlaw.com pogando@blossomlaw.com;R41929@notify.bestcase.com;ecfnofices2018@gmail.com

Richard A. Schneider

on behalf of Interested Party Bestwall LLC dschneider@kslaw.com

Richard Moss Golomb

on behalf of Interested Party Golomb Spirt Grunfeld rgolomb@golombhonik.com

Richard Moss Golomb

on behalf of Creditor Brandi Carl rgolomb@golombhonik.com

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User: admin

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Total Noticed: 4

Robert Novick	on behalf of Interested Party Cyprus Mines Corporation rnovick@kasowitz.com
Robert J. Pfister	on behalf of Interested Party Aylstock Witkin, Kreis & Overholtz, PLLC rpfister@ktbslaw.com
Robert W. Hamilton	on behalf of Debtor LTL Management LLC rwhamilton@jonesday.com
Robert William Miller	on behalf of Interested Party Westchester Fire Insurance Company RMiller@ManierHerod.com
Robin Rabinowitz	on behalf of Interested Party Travelers Casualty and Surety Company (f/k/a The Aetna Casualty and Surety Company) rrabinowitz@lawgmm.com
Rochelle Guiton	on behalf of Creditor Aleathea Goodins rochelle@dmillerlaw.com
Ross J. Switkes	on behalf of Creditor Committee Official Committee of Talc Claimants II rswitkes@shermansilverstein.com
Salvatore Daniele	on behalf of Interested Party Rio Tinto America Inc. Sal.Daniele@wilmerhale.com isley.gostin@wilmerhale.com;danielle.spinelli@wilmerhale.com;yolande.thompson@wilmerhale.com
Salvatore Daniele	on behalf of Interested Party Three Crowns Insurance Company Sal.Daniele@wilmerhale.com isley.gostin@wilmerhale.com;danielle.spinelli@wilmerhale.com;yolande.thompson@wilmerhale.com
Samuel M. Kidder	on behalf of Interested Party Aylstock Witkin, Kreis & Overholtz, PLLC skidder@ktbslaw.com
Sandy Qusba	on behalf of Creditor Bausch Health US LLC f/k/a Valeant Pharmaceuticals North America LLC squsba@stblaw.com
Sandy Qusba	on behalf of Creditor Bausch Health Companies Inc. f/k/a Valeant Pharmaceuticals International Inc. squsba@stblaw.com
Sandy Qusba	on behalf of Creditor Bausch Health Americas Inc. f/k/a Valeant Pharmaceuticals International squsba@stblaw.com
Sarah Meiman	on behalf of Creditor Pension Benefit Guaranty Corporation meiman.sarah@pbgc.gov
Sari Blair Placona	on behalf of Creditor Alishia Landrum Committee Member splacona@msbnj.com
Seth H. Lieberman	on behalf of Interested Party Williams Hart Boundas Easterby LLP, on behalf of certain personal injury claimants (Williams Hart Plaintiffs) slieberman@pryorcashman.com
Sid Garabato	on behalf of Other Prof. Epiq Corporate Restructuring LLC sgarabato@epiqglobal.com, rjacobs@ecf.epiqsystems.com
Simon J. Torres	on behalf of Creditor Pension Benefit Guaranty Corporation torres.simon@pbgc.gov efile@pbgc.gov
Sommer Leigh Ross	on behalf of Creditor Republic Indemnity Company of America sross@duanemorris.com AutoDocketWILM@duanemorris.com
Stephen M. Packman	on behalf of Interested Party Roger Frankel as Legal Representative for Future Personal Injury Claimants appointed in the Chapter 11 bankruptcy case of Cyprus Mines Corporation spackman@archerlaw.com, dleney@archerlaw.com,ahuber@archerlaw.com
Stephen T. Roberts	on behalf of Interested Party Clients of Mendes & Mount LLP stephen.roberts@mendes.com
Stephen V. Gimigliano	on behalf of Interested Party Travelers Casualty and Surety Company (f/k/a The Aetna Casualty and Surety Company) sgimigliano@lawgmm.com
Steven Abramowitz	on behalf of Interested Party Cyprus Amax Minerals Company sabramowitz@velaw.com mmoran@velaw.com;kgrissel@velaw.com;tmitsch@velaw.com;kduchesne@velaw.com
Steven B Smith	on behalf of Unknown Role Type The Amici Professors ssmith@herrick.com courtnotices@herrick.com;lporetzky@herrick.com
Thomas Pitta	on behalf of Creditor PTI Royston LLC tpitta@emmetmarvin.com

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User: admin

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Form ID: pdf903

Total Noticed: 4

Thomas Pitta

on behalf of Creditor PTI Union LLC tpitta@emmetmarvin.com

Thomas W. Waldrep, Jr.

on behalf of Interested Party Kazan McClain, Satterley & Greenwood, PLC notice@waldrepwall.com,
8898@notices.nextchapterbk.com;khayden@waldrepwall.com

Thomas W. Waldrep, Jr.

on behalf of Interested Party Kirk Smith notice@waldrepwall.com 8898@notices.nextchapterbk.com;khayden@waldrepwall.com

Thomas W. Waldrep, Jr.

on behalf of Interested Party Kazan McClain, Satterley & Greenwood notice@waldrepwall.com,
8898@notices.nextchapterbk.com;khayden@waldrepwall.com

Thomas W. Waldrep, Jr.

on behalf of Interested Party Levy Konigsberg LLP notice@waldrepwall.com
8898@notices.nextchapterbk.com;khayden@waldrepwall.com

Thomas W. Waldrep, Jr.

on behalf of Interested Party Ruckdeschel Law Firm LLC notice@waldrepwall.com,
8898@notices.nextchapterbk.com;khayden@waldrepwall.com

Thomas W. Waldrep, Jr.

on behalf of Interested Party Weitz & Luxenberg P.C. notice@waldrepwall.com
8898@notices.nextchapterbk.com;khayden@waldrepwall.com

Thomas W. Waldrep, Jr.

on behalf of Interested Party Maune Raichle Hartley French & Mudd LLC notice@waldrepwall.com,
8898@notices.nextchapterbk.com;khayden@waldrepwall.com

U.S. Trustee

USTPRegion03.NE.ECF@usdoj.gov

TOTAL: 319